

F99000002558

LAW OFFICE
OF
STEWART A. MERKIN
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RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
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April 13, 1999

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

W99-9172

Re: RFA, INC., a corporation organized in the State of Maine

p9

Dear Sir:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, together with a check in the amount of \$122.50 are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the undersigned.

Very truly yours,



Elia C. Gonzalez
Legal Assistant

encls.

100002842071--8
-04/16/99-01067-008
****122.50 ****78.75

WC 5/19
FILED
99 MAY 19 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

ELIA C. GONZALEZ
STEWART A. MERKIN, ESQ.
444 BRICKELL AVENUE, SUITE 300
MIAMI, FL 33131

SUBJECT: RFA, INC.
Ref. Number: W99000009172

We have received your document for RFA, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 299A00020058

LAW OFFICE
OF
STEWART A. MERKIN, P.A.
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STEWART A. MERKIN

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May 17, 1999

Lee Rivers
Document Specialist
Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: RFA, INC.
Ref. Number: W99000009172

Dear Ms. Rivers:

Enclosed please find Application by Foreign Corporation for Authorization to Transact Business in Florida with correct Certificate of Existence, together with a copy of your letter for reference.

Very truly yours,

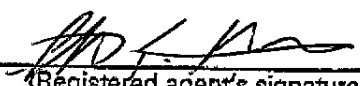


Elia C. Gonzalez
Legal Assistant

enc.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. RFA Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maine 3. 010514189
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1990 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5-17-99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. PO Box 717, 27 River Road
Newcastle, ME 04553
(Current mailing address)
8. trans ship seafood products/ provide computer support
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: STEWART A. MERKIN, ESQ.
Office Address: 444 Brickell Avenue, Suite 300
Miami, Florida - 33131, Florida, _____
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank Simon II Vice President
(Typed or printed name and capacity of person signing application)

FILED
99 MAY 19 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RFA, Inc.

DIRECTORS

Chairman: William F. Marshall
Bayview # 4401
5700 NE Island Cove Way
Hutchinson Island
Stuart, FL 34996

Vice Chairman: Frank Simon II
27 River Road
Newcastle, ME 04553

Director: Yaacov Berman
PO Box 88
Diagonal Estacio de bomberos
Canas, Guanacaste
Costa Rica

Director: Larry Cope
Clear Springs Foods
1500 E. 4424 North
Buhl, ID 83316

OFFICERS

President: William F. Marshall
Bayview # 4401
5700 NE Island Cove Way
Hutchinson Island
Stuart, FL 34996

Vice President:
Frank Simon II
27 River Road
Newcastle, ME 04553

FILED
99 MAY 19 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that RFA INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is December 18, 1997.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, Maine, this thirtieth day of April 1999.



DAN GWADOSKY
Secretary of State

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAY 19 AM 10:28

FILED